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**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

In re:

SEARS HOLDINGS CORPORATION, *et al.*,<sup>1</sup>

Debtors.

Chapter 11

Case No. 18-23538 (RDD)

(Jointly Administered)

**NOTICE OF WITHDRAWAL OF PROPOSED  
ASSUMPTION OF ADDITIONAL ASSIGNED AGREEMENT**

**PLEASE TAKE NOTICE** that on April 2, 2019 the Court entered the *Order (I) Authorizing Assumption and Assignment of Certain Executory Contracts and Leases and (II) Granting Related Relief* (the “Assumption/Assignment Order”) [Dkt. No. 3008].

**PLEASE TAKE FURTHER NOTICE** that, pursuant to the Assumption/Assignment Order, on May 2, 2019, the above-captioned debtors (the “Debtors”) filed a *Notice of Assumption*

<sup>1</sup> The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, are as follows: Sears Holdings Corporation (0798); Kmart Holding Corporation (3116); Kmart Operations LLC (6546); Sears Operations LLC (4331); Sears, Roebuck and Co. (0680); ServiceLive Inc. (6774); SHC Licensed Business LLC (3718); A&E Factory Service, LLC (6695); A&E Home Delivery, LLC (0205); A&E Lawn & Garden, LLC (5028); A&E Signature Service, LLC (0204); FBA Holdings Inc. (6537); Innovel Solutions, Inc. (7180); Kmart Corporation (9500); MaxServ, Inc. (7626); Private Brands, Ltd. (4022); Sears Development Co. (6028); Sears Holdings Management Corporation (2148); Sears Home & Business Franchises, Inc. (6742); Sears Home Improvement Products, Inc. (8591); Sears Insurance Services, L.L.C. (7182); Sears Procurement Services, Inc. (2859); Sears Protection Company (1250); Sears Protection Company (PR) Inc. (4861); Sears Roebuck Acceptance Corp. (0535); Sears, Roebuck de Puerto Rico, Inc. (3626); SYW Relay LLC (1870); Wally Labs LLC (None); SHC Promotions LLC (9626); Big Beaver of Florida Development, LLC (None); California Builder Appliances, Inc. (6327); Florida Builder Appliances, Inc. (9133); KBL Holding Inc. (1295); KLC, Inc. (0839); Kmart of Michigan, Inc. (1696); Kmart of Washington LLC (8898); Kmart Stores of Illinois LLC (8897); Kmart Stores of Texas LLC (8915); MyGofer LLC (5531); Sears Brands Business Unit Corporation (4658); Sears Holdings Publishing Company, LLC. (5554); Sears Protection Company (Florida), L.L.C. (4239); SHC Desert Springs, LLC (None); SOE, Inc. (9616); StarWest, LLC (5379); STI Merchandising, Inc. (0188); Troy Coolidge No. 13, LLC (None); BlueLight.com, Inc. (7034); Sears Brands, L.L.C. (4664); Sears Buying Services, Inc. (6533); Kmart.com LLC (9022); Sears Brands Management Corporation (5365); and Sre Holding Corporation (4816). The location of the Debtors’ corporate headquarters is 3333 Beverly Road, Hoffman Estates, Illinois 60179.

*and Assignment of Additional Executory Contracts* [Dkt. No. 3539], through which the Debtors designated the Economic Development Agreement between Debtor Sears, Roebuck and Co. and the Village of Hoffman Estates (the “EDA Agreement”) and amendments 1-4 to the EDA Agreement (the “Amendments”) as Additional Assigned Agreements (as defined in the Assumption/Assignment Order).

**PLEASE TAKE FURTHER NOTICE** that paragraph 17 of the Assumption/Assignment Order provides that Transform Holdco LLC (“Transform”) may withdraw the proposed assumption of an applicable Additional Assigned Agreement by filing a notice of withdrawal with the Court.

**PLEASE TAKE FURTHER NOTICE** that, pursuant to paragraph 17 of the Assumption/Assignment Order, Transform hereby withdraws the proposed assumption of the EDA Agreement and the Amendments, provided, however, that the effectiveness of this withdrawal shall be conditioned on rejection of the EDA Agreement by the Debtors pursuant to section 365 of title 11 of the United States Code.

Dated: November 11, 2020  
New York, New York

**DLA PIPER LLP (US)**

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